

KELLEY DRYE & WARREN LLP  
Kristin S. Elliott, Esq.  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897  
E-mail: kelliott@kelleydrye.com

Hearing Date and Time: TBD  
Objection Deadline: May 18, 2015 at 4:00 p.m. (ET)

*Attorneys for Tata America International  
Corporation d/b/a TCS America*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**NII HOLDINGS, INC., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 14-12611 (SCC)**

**(Jointly Administered)**

**OBJECTION OF TATA AMERICA INTERNATIONAL CORPORATION D/B/A TCS  
AMERICA TO DEBTORS' PROPOSED CURE AMOUNT FOR ASSUMPTION OF MASTER  
SUPPLY AND TECHNICAL SERVICES AGREEMENT PURSUANT TO 11 U.S.C. §365  
AND THE DEBTORS' FIRST AMENDED PROPOSED JOINT PLAN OF REORGANIZATION**

Tata America International Corporation d/b/a TCS America ("TCS"), by and through its undersigned counsel, Kelley Drye & Warren LLP, hereby submits this cure objection (the "Cure Objection") to the Debtors' proposed assumption under the Plan (as defined below) of that certain Master Supply and Technical Services Agreement, dated as of May 31, 2010 between NII Holdings, Inc. ("NII") and TCS (together with all statements of work and addenda thereto, the "MSA"). In support of the Cure Objection, TCS respectfully states:

**BACKGROUND**

1. On or about May 31, 2010, TCS and NII entered the MSA, pursuant to which

TCS provides various services to NII.<sup>1</sup>

2. On September 15, 2014 (the “Petition Date”), NII and certain other Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with this Court.

Additional Debtors filed for chapter 11 protection on October 8, 2014 and January 26, 2015.

3. Since the Petition Date, the Debtors have continued to operate and manage their businesses as debtors and debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On April 20, 2015, the Debtors and the official committee of unsecured creditors appointed in these cases filed the First Amended Joint Plan of Reorganization Proposed by the Plan Debtors and Debtors in Possession and the Official Committee of Unsecured Creditors (the “Plan”).

5. On May 11, 2015, the Debtors filed the Notice Regarding (A) Executory Contracts and Unexpired Leases to be Assumed Pursuant to the First Amended Joint Plan of Reorganization and Section 365 of the Bankruptcy Code, (B) Amounts Required to Cure Defaults Under Such Contracts and Leases and (C) Related Procedures (the “Cure Notice”).

6. Pursuant to Section IV of the Plan, the Debtors intend to assume those contracts identified on the Assumption and Cure Schedule appended to the Cure Notice upon confirmation of the Plan and payment of the Cure Amount listed for such contracts on the Assumption and Cure Schedule.

7. The MSA is listed on the Assumption Schedule with a proposed Cure Amount of \$557,670.77 (the “Proposed Cure Amount”).

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<sup>1</sup> The MSA contains confidential commercial information and is not attached hereto. The MSA will be provided upon request to TCS’s counsel and execution of a confidentiality agreement.

**OBJECTION**

8. TCS does not object to the assumption of the MSA, but the Proposed Cure Amount is incorrect. TCS's records indicate that approximately \$1,256,919.59 of unpaid pre- and postpetition invoices are due and owing under the MSA ("TCS's Cure Amount"). A schedule summarizing TCS's Cure Amount is attached hereto as Exhibit 1. Copies of the invoices evidencing TCS's Cure Amount are attached hereto collectively as Exhibit 2.

9. Pursuant Sections 365(b)(1) and (f)(2) of the Bankruptcy Code, a debtor-in-possession which seeks to assume and assign an executory contract must (i) cure, or provide adequate assurance that it will promptly cure, any defaults in the executory contract, (ii) compensate the counterparty to the executory contract for any actual pecuniary loss to such party resulting from such defaults, and (iii) provide adequate assurance of future performance under such contract. 11 U.S.C. §§ 365(b)(i), (f)(2).

10. While TCS has no objection to the Debtors' assumption of the MSA, TCS objects to any Cure Amount that is less than the \$1,256,919.59 owed to TCS under the MSA as of May 18, 2015.

11. Additionally, TCS reserves all of its rights to supplement and amend this Objection as additional information may become available. To the extent charges continue to accrue under the MSA, TCS further reserves its rights to amend and supplement this Objection to account for such charges, until cured.

**WHEREFORE**, TCS respectfully requests that the Court (i) establish \$1,256,919.59 as the Cure Amount for the MSA, and (ii) grant TCS such other and further relief as the Court deems just and proper.

Dated: New York, New York  
May 18, 2015

KELLEY DRYE & WARREN LLP

By: /s/ Kristin S. Elliott  
Kristin S. Elliott  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Attorneys for Tata America International Corporation  
d/b/a TCS America*

**EXHIBIT 1**

*In re NII Holdings, Inc, et al*  
Case No. 14-12611 (SCC)  
Exhibit 1 to TCS America Cure Objection

Summary of Cure Amount

Invoice Number	Invoice Date	Amount
TAND215001060	10-Sep-14	\$142.70
TANI215032566	16-Sep-14	\$128,149.00
TAFI215055508	16-Sep-14	\$121,736.05
TAFI215055509	16-Sep-14	\$100,115.00
TAND215001109	17-Sep-14	\$736.69
TAND215001110	17-Sep-14	\$1,813.99
TAND215001465	31-Oct-14	\$2,516.44
TAFI215091681	17-Dec-14	\$175,845.71
TAFI215091682	17-Dec-14	\$24,154.00
TAFI215118720	25-Feb-15	\$174,016.00
TAFI215118726	25-Feb-15	\$68,830.92
TANI215068909	25-Feb-15	\$52,894.02
TAFI215118754	25-Feb-15	\$39,329.00
TAFI215126240	27-Feb-15	\$164,930.01
TAFI215126745	2-Mar-15	\$9,127.39
TANI215073700	2-Mar-15	\$49,565.00
TAFI215126746	2-Mar-15	\$129,046.83
TAFI215126747	2-Mar-15	\$12,261.00
TAND215002511	13-Mar-15	\$1,709.84
Total Cure Amount		\$1,256,919.59

**EXHIBIT 2**



101 PARK AVENUE  
26th FLOOR,  
NEW YORK, NY 10178  
USA

TATA AMERICA INTERNATIONAL CORPORATION

**M/S** NII Holdings Inc  
1875 Explorer Drive  
Reston  
VA, 20190  
USA

**Invoice No.** TAFI215118720  
**Date** 25-FEB-2015

**Attention** Antonio Escobedo  
**Project** NII MultiChannel Customer and Sales Experience Portal  
**Reference** 3417/073-9500-1592-200-86-IT 1402

Description	Amount (USD)
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Phase 1 & 2 Development and Support	500,000.00
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<b>Total Amount :</b>	<b>500,000.00</b>
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Total Amount Payable :

**US Dollars Five Hundred Thousand only.**

Please make checks/ACH/EFT payable to TATA America International Corp.  
and mail to

For Checks  
TATA America International Corp.  
12977 Collections Center Drive  
Chicago, Illinois 60693

For ACH/EFT  
TATA America International Corp.  
Bank Name: Bank of America N A  
ABA/Routing No: 111000012  
Account No: 3752109366  
Swift Code: BOFAUS3N

**TATA AMERICA  
INTERNATIONAL CORPORATION**

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**PAYMENT ADVICE**

(To be filled in by client )

**From :**

**M/S Nil Holdings Inc**  
1875 Explorer Drive  
Reston  
VA, 20190  
USA

**To :**

**TATA AMERICA INTERNATIONAL CORPORATION**  
12977 COLLECTIONS CENTER DRIVE  
CHICAGO, ILLINOIS 60693  
USA

Please find payment enclosed

Invoice Number	Project	Amount (USD)
TAFI215118720	Phase 1 & 2 Development and Support	500,000.00
	<b>Total</b>	<b>500,000.00</b>

COMMENTS



101 PARK AVENUE  
26th FLOOR,  
NEW YORK , NY 10178  
USA

TATA AMERICA INTERNATIONAL CORPORATION

**M/S**     **NII Holdings Inc**  
1875 Explorer Drive  
Reston  
VA, 20190  
USA

**Invoice No.**     TAFI215091682  
**Date**             17-DEC-2014

**Attention**         Antonio Escobedo  
**Project**           NII MultiChannel Customer and Sales Experience Portal  
**PO Number**       3417/073-9500-1592-200-86-IT 1402

Description	Amount (USD)
Phase 1 Development (Until Sep 14 2014)	200,000.00
<b>Total Amount :</b>	<b>200,000.00</b>
Total Amount Payable :	
US Dollars Two Hundred :Thousand only.	

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Chicago, Illinois 60693

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ABA/Routing No: 111000012  
Account No: 3752109366  
Swift Code: BOFAUS3N

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Reston  
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USA

**To :**

**TATA AMERICA INTERNATIONAL CORPORATION**  
12977 COLLECTIONS CENTER DRIVE  
CHICAGO, ILLINOIS 60693  
USA

Please find payment enclosed

Invoice Number	Project	Amount (USD)
TAFI215091682	Nil MultiChannel Customer and Sales Experience Portal	200,000.00
	<b>Total</b>	<b>200,000.00</b>

COMMENTS



TATA AMERICA INTERNATIONAL CORPORATION

101 PARK AVENUE  
26<sup>th</sup> FLOOR, NEW YORK  
NY 10178  
USA

M/S NII Holdings Inc  
1875 Explorer Drive  
Reston  
VA, 20190  
USA

Invoice No. TACI215000768  
Date 12-SEP-14

Attention Antonio Escobedo  
PO Number 3417/073-9500-1592-200-86-IT 1402  
Project NII Multichannel Customer and Sales Experience Portal

Description	Amount (USD)
Design and Solution document	350,000.05
<b>Total Amount</b>	<b>350,000.05</b>

Total Amount Payable:

**US Dollars Three Hundred Fifty Thousand And Five Cents Only.**

**Internal References:**

TAFI215055508 , TANI215032566 , TAFI215055509 ,

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TATA America International Corp.  
12977 Collections Center Drive  
Chicago, Illinois 60693

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Account No: 3752109366  
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1875 Explorer Drive  
Reston  
VA, 20190  
USA

**To:**

**TATA AMERICA INTERNATIONAL CORPORATION**  
101 PARK AVENUE  
26<sup>th</sup> FLOOR, NEW YORK  
NY 10178  
USA

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Invoice Number	Amount (USD)
TACI215000768	350,000.05
<b>Total</b>	<b>350,000.05</b>

**Internal References:**

TAFI215055508, TANI215032566, TAFI215055509,

**COMMENTS**



101 PARK AVENUE  
26th FLOOR,  
NEW YORK, NY 10178  
USA

TATA AMERICA INTERNATIONAL CORPORATION

**M/S** **NII Holdings Inc**  
1875 Explorer Drive  
Reston  
VA, 20190  
USA

**Debit Note No.** TAND215002511  
**Date** 13-MAR-2015

**Attention** Antonio Escobedo  
**Project** NII MultiChannel Customer and Sales Experience Portal  
**PO Number** 3417/073-9500-1592-200-86-IT 1402

**DEBIT NOTE**  
**Description**

**Amount (USD)**

Emily Travel Ticket (Dec)	1,709.84
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<b>Total Amount :</b>	<b>1,709.84</b>
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Total Amount Payable :

**US Dollars One Thousand Seven Hundred Nine And Eighty-Four Cents Only.**

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and mail to

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TATA America International Corp.  
12977 Collections Center Drive  
Chicago, Illinois 60693

For ACH/EFT  
TATA America International Corp.  
Bank Name: Bank of America N A  
ABA/Routing No: 111000012  
Account No: 3752109366  
Swift Code: BOFAUS3N

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Reston  
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**To :**

**TATA AMERICA INTERNATIONAL CORPORATION**  
12977 COLLECTIONS CENTER DRIVE  
CHICAGO, ILLINOIS 60693  
USA

Please find payment enclosed

Invoice Number	Project	Amount (USD)
TAND215002511	NII MultiChannel Customer and Sales Experience Portal	1,709.84
	<b>Total</b>	<b>1,709.84</b>

COMMENTS



101 PARK AVENUE  
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NEW YORK , NY 10178  
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(A DIVISION OF TATA AMERICA INTERNATIONAL CORPORATION)

**M/S NII Holdings Inc**

1875 Explorer Drive  
Reston  
VA, 20190  
USA

**Debit Memo No.** TAND215001465  
**Date** 31-OCT-2014

**Attention** Antonio Escobedo  
**Project** NII MultiChannel Customer and Sales Experience Portal  
**PO Number** 3417/073-9500-1592-200-86-IT 1402

**DEBIT NOTE**  
**Description**

**Amount (USD)**

Travel Ticket Cost - Archana S 2,516.44

**Total Amount :** 2,516.44

Total Amount Payable :

**US Dollars Two Thousand Five Hundred Sixteen And Forty-Four Cents Only.**

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International Corp. and mail to

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TATA America International Corp.  
International Corp.  
12977 Collections Center Drive  
America N A  
Chicago, Illinois 60693  
111000012

For ACH/EFT  
TATA America

Bank Name: Bank of  
ABA/Routing No:

Account No:

Swift Code: BOFAUS3N

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**From :**

**M/S NII Holdings Inc**  
1875 Explorer Drive  
Reston  
VA, 20190  
USA

**To :**

**TCS America**  
12977 COLLECTIONS CENTER DRIVE  
CHICAGO, ILLINOIS 60693  
USA

Please find payment enclosed

Invoice Number	Project	Amount (USD)
TAND215001465	NII MultiChannel Customer and Sales Experience Portal	2,516.44
	<b>Total</b>	

COMMENTS



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NEW YORK , NY 10178  
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(A DIVISION OF TATA AMERICA INTERNATIONAL CORPORATION)

**M/S NII Holdings Inc**

1875 Explorer Drive  
Reston  
VA, 20190  
USA

**Debit Memo No.** TAND215001060  
**Date** 10-SEP-2014

**Attention** Antonio Escobedo  
**Project** NII MultiChannel Customer and Sales Experience Portal  
**PO Number** 3417/073-9500-1592-200-86-IT 1402

**DEBIT NOTE**  
**Description**

**Amount (USD)**

VISA Cost - Archana S

142.70

**Total Amount :**

**142.70**

Total Amount Payable :

**US Dollars One Hundred Forty-Two And Seventy Cents Only.**

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International Corp. and mail to

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TATA America International Corp.  
International Corp.  
12977 Collections Center Drive  
America N A  
Chicago, Illinois 60693  
111000012

For ACH/EFT  
TATA America

Bank Name: Bank of

ABA/Routing No:

Account No:

Swift Code: BOFAUS3N

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1875 Explorer Drive  
Reston  
VA, 20190  
USA

**TCS America**  
12977 COLLECTIONS CENTER DRIVE  
CHICAGO, ILLINOIS 60693  
USA

Please find payment enclosed

Invoice Number	Project	Amount (USD)
TAND215001060	NII MultiChannel Customer and Sales Experience Portal	142.70
	<b>Total</b>	

COMMENTS



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NEW YORK , NY 10178  
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**M/S NII Holdings Inc**

1875 Explorer Drive  
Reston  
VA, 20190  
USA

**Debit Memo No.** TAND215001109  
**Date** 17-SEP-2014

**Attention** Antonio Escobedo  
**Project** NII Multichannel Customer and Sales Experience Portal  
**PO Number** 3417/073-9500-1592-200-86-IT 1402

**DEBIT NOTE**  
**Description**

**Amount (USD)**

Travel Expense -Archana 736.69

**Total Amount :** 736.69

Total Amount Payable :

**US Dollars Seven Hundred Thirty-Six And Sixty-Nine Cents Only.**

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International Corp. and mail to

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International Corp.  
12977 Collections Center Drive  
America N A  
Chicago, Illinois 60693  
111000012

For ACH/EFT  
TATA America

Bank Name: Bank of

ABA/Routing No:

Account No:

Swift Code: BOFAUS3N

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USA

**To :**

**TCS America**  
12977 COLLECTIONS CENTER DRIVE  
CHICAGO, ILLINOIS 60693  
USA

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Invoice Number	Project	Amount (USD)
TAND215001109	NII MultiChannel Customer and Sales Experience Portal	736.69
	<b>Total</b>	

COMMENTS



101 PARK AVENUE  
26th FLOOR,  
NEW YORK , NY 10178  
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(A DIVISION OF TATA AMERICA INTERNATIONAL CORPORATION)

**M/S NII Holdings Inc**

1875 Explorer Drive  
Reston  
VA, 20190  
USA

**Debit Memo No.** TAND215001110  
**Date** 17-SEP-2014

**Attention** Antonio Escobedo  
**Project** NII MultiChannel Customer and Sales Experience Portal  
**PO Number** 3417/073-9500-1592-200-86-IT 1402

**DEBIT NOTE**  
**Description**

**Amount (USD)**

Travel Expense -Emily 1,813.99

**Total Amount :** 1,813.99

Total Amount Payable :

**US Dollars One Thousand Eight Hundred Thirteen And Ninety-Nine Cents Only.**

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International Corp. and mail to

For Checks  
TATA America International Corp.  
International Corp.  
12977 Collections Center Drive  
America N A  
Chicago, Illinois 60693  
111000012

For ACH/EFT  
TATA America

Bank Name: Bank of

ABA/Routing No:

Account No:

Swift Code: BOFAUS3N

**TATA AMERICA  
INTERNATIONAL CORPORATION**

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VA, 20190  
USA

**To :**

**TCS America**  
12977 COLLECTIONS CENTER DRIVE  
CHICAGO, ILLINOIS 60693  
USA

Please find payment enclosed

Invoice Number	Project	Amount (USD)
TAND215001110	NII MultiChannel Customer and Sales Experience Portal	1,813.99
	<b>Total</b>	

COMMENTS



101 PARK AVENUE  
26th FLOOR,  
NEW YORK, NY 10178  
USA

TATA AMERICA INTERNATIONAL CORPORATION

**M/S** NII Holdings Inc  
1875 Explorer Drive  
Reston  
VA, 20190  
USA

**Invoice No.** TAFI215126745  
**Date** 02-MAR-2015

**Attention** Antonio Escobedo  
**Project** NII MultiChannel Customer and Sales Experience Portal  
**PO Number** 3417/073-9500-1592-200-86-IT 1402

Description	Amount (USD)
Phase 1 & 2 Development and Support	200,000.00

<b>Total Amount :</b>	<u>200,000.00</u>
-----------------------	-------------------

Total Amount Payable :

Dollars Two Hundred Thousand Only.

Please make checks/ACH/EFT payable to TATA America International Corp.  
and mail to

For Checks  
TATA America International Corp.  
12977 Collections Center Drive  
Chicago, Illinois 60693

For ACH/EFT  
TATA America International Corp.  
Bank Name: Bank of America N A  
ABA/Routing No: 111000012  
Account No: 3752109366  
Swift Code: BOFAUS3N

**TATA AMERICA  
INTERNATIONAL CORPORATION**

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Reston  
VA, 20190  
USA

**To :**

**TATA AMERICA INTERNATIONAL CORPORATION**  
12977 COLLECTIONS CENTER DRIVE  
CHICAGO, ILLINOIS 60693  
USA

Please find payment enclosed

Invoice Number	Project	Amount (USD)
TAFI215126745	NII MultiChannel Customer and Sales Experience Portal	200,000.00
	<b>Total</b>	200,000.00

COMMENTS

**CERTIFICATE OF SERVICE**

On May 18, 2015, the *OBJECTION OF TATA AMERICA INTERNATIONAL CORPORATION D/B/A TCS AMERICA TO DEBTORS' PROPOSED CURE AMOUNT FOR ASSUMPTION OF MASTER SUPPLY AND TECHNICAL SERVICES AGREEMENT PURSUANT TO 11 U.S.C. §365 AND THE DEBTORS' FIRST AMENDED PROPOSED JOINT PLAN OF REORGANIZATION* was filed and service was made via this Court's ECF system upon those parties listed on the annexed service list by email and or overnight mail as indicated.

/s/ Kristin S. Elliott  
Kristin S. Elliott

**Service List**

<p><b>Scott Greenberg</b>  <b>Lisa Laukitis</b>  Jones Day (New York)  222 East 41st Street  New York, NY 10017-6702  Email: <a href="mailto:sgreenberg@jonesday.com">sgreenberg@jonesday.com</a>  Email: <a href="mailto:llaukitis@jonesday.com">llaukitis@jonesday.com</a></p>	<p><b>Kenneth H. Echstein</b>  <b>Stephen D. Zide</b>  Kramer Levin Naftalis &amp; Frankel LLP  1177 Avenue of the Americas  New York, NY  Email: <a href="mailto:keckstein@kramerlevin.com">keckstein@kramerlevin.com</a>  Email: <a href="mailto:szide@kramerlevin.com">szide@kramerlevin.com</a></p>
<p><b>David G. Heiman</b>  <b>Carl E. Black</b>  Jones Day (North Point)  901 Lakeside Avenue  Cleveland, OH 44114-1190  Email: <a href="mailto:dgheiman@jonesday.com">dgheiman@jonesday.com</a>  Email: <a href="mailto:ceblack@jonesday.com">ceblack@jonesday.com</a></p>	<p><b>Daniel H. Golden</b>  <b>David H. Botter</b>  Akin Gump Strauss Hauer &amp; Feld LLP  One Bryant Park  New York, NY 10036  Email: <a href="mailto:dgolden@akingump.com">dgolden@akingump.com</a>  Email: <a href="mailto:dbotter@akingump.com">dbotter@akingump.com</a></p>
<p><b>Andrew Rosenberg</b>  <b>Elizabeth McColm</b>  Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP  1285 6th Avenue  New York, NY 10019  Email: <a href="mailto:arosenberg@paulweiss.com">arosenberg@paulweiss.com</a>  Email: <a href="mailto:emccolm@paulweiss.com">emccolm@paulweiss.com</a></p>	<p><b>Paul M. Basta</b>  <b>Christopher Marcus</b>  Kirkland &amp; Ellis LLP  601 Lexington Avenue  New York, NY 10022  Email: <a href="mailto:christopher.marcus@kirkland.com">christopher.marcus@kirkland.com</a>  Email: <a href="mailto:paul.basta@kirkland.com">paul.basta@kirkland.com</a></p>
<p><b>Susan D. Golden</b>  <b>Brian Masumoto</b>  Office of the United States Trustee  201 Varick Street, Suite 1006  New York, NY 10014  Email: <a href="mailto:susan.golden@usdoj.gov">susan.golden@usdoj.gov</a>  Email: <a href="mailto:brian.masumoto@usdoj.gov">brian.masumoto@usdoj.gov</a></p> <p><b>Via Email and Overnight Mail</b></p>	<p>NII Holdings, Inc.  1875 Explorer Street  Suite 800  Reston, VA</p> <p><b>Via Overnight Mail</b></p>
<p>Chambers of Hon. Judge Chapman  United States Bankruptcy Court  One Bowling Green  New York, NY 10004</p> <p><b>Via Overnight Mail</b></p>	